

FILED/EFFECTIVE

SECOND

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

NEW WORLD GROUP CORPORATION

(Originally named Nu World Group Corporation)

2007 APR -8 PM

SECRETARY OF
STATE OF ID

IDaho SECRETARY OF STATE
04/08/07 09:02 AM: 457656
CK: 1147 CI: 14184 -AM: 457656
10 30.00 = 30.00 AMEND PROF # 2
10 20.00 = 20.00 EXPDITE C # 3

The undersigned directors of a corporation (hereinafter referred to as the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 1 Title 30, Idaho Code, as now existing or hereafter amended and supplemented (the "Act"), adopt the following Second Amended Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is hereby amended to be "New World Group I, Inc."

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

(a) The purpose for which the Corporation is organized is to transact all lawful business for which corporations may be organized under the Act, and more particularly, directly or as a general partner of a partnership, to purchase, own, operate, and hold a mortgageable interest in real property consisting of an assisted living facility in Ada County, Idaho, as its single asset.

(b) The objectives of the Corporation shall be: (1) To create a private corporation to acquire, directly or as a general partner of a partnership, a rental housing project or projects and to operate the same; (2) to enable the financing and/or refinancing of such rental housing with the assistance of mortgage insurance under the National Housing Act; (3) to enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Corporation, including, expressly, any contract or contracts with or required by the Department of Housing and Urban Development ("HUD") or Continental Wingate Associates, Inc. (the "Mortgagee"), including, without limitation any contracts which may be desirable or necessary to comply with the requirements of the National Housing Act, as amended, and the Regulations of HUD thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return and

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methods of operation; (4) to acquire any property real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary, desirable or appropriate for the construction and/or operation of such project; and (5) to borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

ARTICLE IV. POWERS

(a) The Corporation shall have the power to do all things whatsoever set out in Section (b) of the ARTICLE III PURPOSES above, and necessary or incidental to the accomplishment of said purposes.

(b) The Corporation, specifically and particularly, shall have the power and authority to execute as general partner of New World Group Limited Partnership (the "Partnership") a note and mortgage or deed of trust in favor of the Mortgagee in order for the Partnership to obtain a Loan to be insured by HUD and to execute a Regulatory Agreement between the Partnership and HUD and such other documents as may be required by the Mortgagee and/or HUD in connection with said loan and/or said project. In the event any conflict between the time of said Regulatory Agreement and these Articles of Incorporation, the Regulatory Agreement shall be controlling.

ARTICLE V. AUTHORIZED SHARES

The aggregate number of capital stock which the Corporation shall have authority to issue is 100 shares of common stock with \$0.00 par value.

ARTICLE VI. PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any securities convertible into such shares or carry a right to subscribe or acquire shares.

ARTICLE VII. REDEMPTION

The Corporation shall have the right to purchase, redeem, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, and purchases or redemptions of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted capital surplus available therefore.

ARTICLE VIII. DISTRIBUTION FROM CAPITAL SURPLUS

When and as determined by the Board of Directors, the Corporation may, from time to time distribute to its shareholders out of capital surplus of the Corporation a portion of its assets in cash or property.

ARTICLE IX. CUMULATIVE VOTING

A shareholder entitled to vote at each election for directors shall have the power to cumulate votes for the election of directors.

ARTICLE X. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 8970 W. Duck Lake Drive, Boise, Idaho 83704 and the name of its initial registered agent at this office is David Leader.

ARTICLE XI. BOARD OF DIRECTORS


The number of Directors of the Corporation shall be as specified in the bylaws. The number of Directors constituting the current Board of Directors is two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders and until their successor shall have been elected and qualified are:

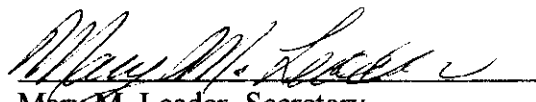
<u>Name</u>	<u>Address</u>	<u>Position</u>
David E. Leader	8970 W. Duck Lake Drive Boise, Idaho 83704	President
Mary M. Leader	8970 W. Duck Lake Drive Boise, Idaho 83704	Secretary

ARTICLE XII. INCORPORATOR

The name and address of the incorporator of the Corporation is: on file with the Secretary of State in previous Articles.

DATED this 8th day of April, 2002 and executed by


David E. Leader, President



Mary M. Leader, Secretary

**CERTIFICATE REGARDING CORPORATE APPROVAL
OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR NEW WORLD GROUP CORPORATION**

I, David E. Leader, President of New World Group Corporation, amended in the attached Amended and Restate Articles of Incorporation to be New World Group I, Inc. (the "Corporation") hereby certify as follows:

The Amended and Restated Articles of Incorporation of New World Group Corporation dated April 8, 2002 (the "Restated Articles"), contain a number of amendments from the existing Articles of Incorporation, including a name change and changes in the description of the corporations purpose and powers.

The Corporation has not issued any shares and therefore has no shareholders entitled to vote on the amendments in the Restated Articles. The Restated Articles were unanimously approved by the directors of the Corporation, David E. Leader, President and Mary M. Leader, Secretary.


David E. Leader, President
Dated April 8, 2002